

TRANSMITTAL LETTER

200002093652

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Action Professional Services, Inc.

(Proposed corporate name - must include suffix) **200002093652--0**
-02/21/97--01002--013
*****131.25 *****131.25

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Maria H. Rojas
Name (printed or typed)
16711 North West 52 Ave.
Address
Miami, FL 33055
City, State & Zip
(305) 621-3130
Daytime Telephone number

97 FEB 20 AM 9:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

MHR
2/25

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
ACTION PROFESSIONAL SERVICES, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is ACTION PROFESSIONAL SERVICES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE - EMOTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to other or book value (whichever is lesser amount).

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office and the mailing address of this corporation is 16711 North West nd Ave., Miami, Fl. 33055 and the name of the initial registered agent of this corporation at that address is Maria H. Rojas.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

**Maria H. Rojas
16711 North West 52 Ave.
Miami, Fl. 33055**

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator signing these articles is: Maria H. Rojas, 16711 North West 52 Ave., Miami, Fl. 33055.


ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directions, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator had executed these Articles of Incorporation on the 31 day of January, 1997.

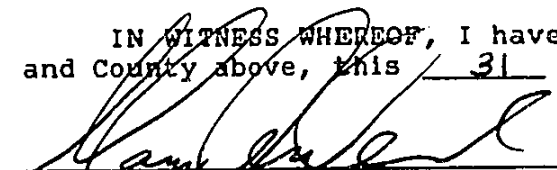


Maria H. Rojas
Incorporator.

STATE OF FLORIDA)
)ss
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgment in state and county set forth above, personally appeared Maria H. Rojas, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 31 day of January, 1997



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:

MAYRA QUEVEDO
Notary Public, State of Florida
My Comm. expires Apr 4, 1998
No. CC361291

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Action Professional Services, Inc.

2. The name and address of the registered agent and office is:

Maria H. Rojas
(NAME)
 16711 North West 52 Ave.
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)
 Miami, Fl. 33055
(CITY/STATE/ZIP)

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TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

M Rojas
(SIGNATURE)

1/31/97
(DATE)